

**Return of Allotment of Shares**Company Name: **THE EDWIN GROUP LIMITED**Company Number: **12406031**Received for filing in Electronic Format on the: **06/07/2023**

XC773N8I

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	26/06/2023	

Class of Shares:	D ORDINARY	Number allotted	6200
Currency:	GBP	Nominal value of each share	0.1
		Amount paid:	2.29
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	200000
	ORDINARY	Aggregate nominal value:	2000
Currency:	GBP		

Prescribed particulars

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES). AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.3, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLES 3.3.3). THE SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	B	Number allotted	7176
	ORDINARY	Aggregate nominal value:	717.6
Currency:	GBP		

Prescribed particulars

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, THE B ORDINARY SHARE AND THE C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES). AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.3, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLES 3.3.3). THE SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	C1	Number allotted	37227
	ORDINARY	Aggregate nominal value:	3722.7
Currency:	GBP		
Prescribed particulars			

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES). AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.3, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT AN TIME (SUBJECT ALWAYS TO ARTICLES 3.3.3).THE SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	D	Number allotted	6200
	ORDINARY	Aggregate nominal value:	620

Currency: GBP

Prescribed particulars

AS REGARDS INCOME, THE D ORDINARY SHARES SHALL HAVE NO RIGHTS TO INCOME. AS REGARDS CAPITAL, ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES). AS REGARDS VOTING, THE D ORDINARY SHARES SHALL HAVE NO VOTING RIGHTS. THE SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	250603
		Total aggregate nominal value:	7060.3
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.